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3 **BYLAWS OF THE COMMISSION ON ACCREDITATION FOR**
4 **LAW ENFORCEMENT AGENCIES, INC**

5
6 **PROPOSED REVISIONS FOR REVIEW**

7 **Commission Full Business Meeting**

8 **November 20, 2015**
9

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11 **Article 1.0 Introductory Provisions**

12 **Section 1.1 Name**

13 The name of this Corporation is the "Commission on Accreditation for Law
14 Enforcement Agencies, Inc.", hereinafter referred to as "The Commission" and
15 doing business as "CALEA."

16 **Section 1.2 Governance**

17 The Commission shall be governed by its twenty-one Commissioners, who
18 comprise the Board of Directors. The Commission shall be a policy-making body
19 to establish, approve, and oversee all its programs activities.

20 **Section 1.3 Origin**

21 The Commission was established as an independent, tax-exempt, nonprofit, 501(c)
22 3, corporation through the combined efforts of four law enforcement executive
23 membership associations: the International Association of Chiefs of Police (IACP);
24 the National Organization of Black Law Enforcement Executives (NOBLE); the
25 National Sheriffs' Association (NSA); and, the Police Executive Research Forum
26 (PERF).

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29 **Section 1.4 Diversity**

30 The Commission shall generally reflect the membership criteria set forth in
31 Sections 4.3 and 4.4 and the geographical distribution of agencies participating in
32 the accreditation/recognition process, and shall include a balanced representation
33 of women and minorities among its members.

34 **Article 2.0. Purposes**

35 The Commission's overall purpose is to improve the delivery of public safety
36 services, primarily through a set of internationally recognized credentialing
37 programs, organized and maintained in the public interest. The Commission's
38 specific purposes include:

- 39 • to establish and maintain standards for the operation of public safety
40 agencies;
- 41 • to administer a credentialing process that encourages applicant agencies to
42 come into compliance with those standards that are applicable to the
43 agency on the basis of its size and the functions it performs;
- 44 • to conduct an on-site assessment of the agency's compliance with applicable
45 standards after the agency indicates it is in full compliance;
- 46 • to recognize compliance with standards by issuance of a certificate of
47 accreditation/recognition;
- 48 • to conduct programs of education, training, and research and to publish the
49 results thereof, which will further the other purposes of the Commission;
- 50 • to accept fees, grants, gifts, bequests, and devises in support of the purposes
51 of the Commission;
- 52 • to assume such other responsibilities and to conduct such other activities as
53 are compatible with the operation of such standard-setting, on-site
54 assessment, and credentialing activities, generally.
- 55 • to develop and maintain liaison and a close working relationship with
56 national, regional, state/provincial, and local associations and agencies in the
57 criminal justice and related public safety fields for mutual assistance and the
58 interchange of ideas and information, and to extend and strengthen

59 cooperative working relationships with similar associations and agencies on
60 the international level, when practical;

61 • to interpret for legislative and executive branches of government and the
62 public, the paramount importance of having fully qualified personnel in
63 every area of the public safety field; to achieve high standards of recruitment
64 and appointment of personnel on all levels; and to promote personnel
65 management programs, employee development, and other essentials for the
66 maintenance of high personnel standards;

67 • to ensure that the business affairs and the programs of the Commission and
68 its affiliates are conducted on a non-discriminatory basis;

69 • to promote the concept of voluntary self-regulation inherent in the
70 credentialing process; and

71 • to cooperate with other private and public agencies in a manner that will lead
72 to the improvement of the credentialing programs and the delivery of public
73 safety services.

74 Notwithstanding any other provision of these Bylaws, the Commission shall not
75 carry on any other activities not permitted to be carried on by a corporation exempt
76 from federal income tax under Section 501(c)(3) of the Internal Revenue Code of
77 1954, as amended, or corresponding provisions of any future United States Internal
78 Revenue laws.

79 **Article 3.0 Accreditation/Recognition Programs**

80 **Section 3.1 Voluntary Nature of the Program**

81 The accreditation/recognition programs are voluntary programs. Agencies may
82 participate in the program or not, as they wish. Agencies may withdraw from the
83 program at any time without prejudice.

84 **Section 3.2 Standards**

85 The Commission shall establish and maintain standards for public safety agencies
86 that embody consideration of all aspects of the organization, including
87 administrative, management, operational and professionalism. These standards
88 shall be disseminated by the Commission, in a manner and frequency as the
89 Commission shall determine.

90 **Section 3.3 Business and Administrative Operations**

91 The business and administrative operations of the Commission shall, where
92 applicable, be conducted in conformance with its standards.

93 **Section 3.4 Accreditation/Recognition Process**

94 The Commission shall adopt self-assessment and on-site assessment report forms
95 and procedures, conduct on-site assessments, make accreditation/recognition
96 decisions, develop appropriate software, and issue certificates of
97 accreditation/recognition, in accordance with policies and procedures from time to
98 time adopted by the Commission.

99 **Section 3.5 Confidentiality**

100 The Commission shall observe a strict policy of confidentiality on any and all
101 reports, files, records, and other data received from client agencies pertaining to the
102 credentialing process. The Commission shall not release assessment results without
103 the prior consent of the client agency's chief executive officer or receipt of a lawful
104 court order.

105 Materials given to the Commission as evidence of a client agency's compliance
106 with standards will be kept by the Commission and will not be released, except in
107 compliance with a lawful court order.

108 **Article 4.0 Selection of Commissioners**

109 **Section 4.1 Composition**

110 The Commission shall be comprised of twenty-one Commissioners, eleven of
111 whom (a majority) shall be law enforcement practitioners representing a broad
112 spectrum of law enforcement agencies. The remaining ten Commissioners, at the
113 time of their selection or reappointment, shall be chosen from other public and
114 private-sector groups.

115 **Section 4.2 Process of Selection**

116 In recognition of the continuing supporting role the four founding associations
117 (IACP, NOBLE, NSA, and PERF) contribute to the Commission, the
118 Commissioners shall be selected with the advice and consent of said four founding
119 associations. Nominations from the Commission shall be submitted to the four
120 founding associations, and the four founding associations may accept or reject the
121 nominee on or before the thirtieth day following receipt of the nomination,

122 provided however, should a founding association elect not to formally respond, the
123 nominee will be deemed accepted by the founding association. A nomination shall
124 be deemed rejected by a timely majority vote of the founding associations rejecting
125 the nominee; otherwise, the nomination shall be deemed approved. In addition to
126 the advice and consent role, each founding association shall be given the
127 opportunity to appoint one of the twenty-one Commissioners, without challenge
128 from the other associations.

129 Except for the selection of a commissioner granted to each of the founding
130 associations, the method of selecting proposed commissioners shall be as
131 determined by the Chair of the Commission, in consultation with the Executive
132 Director of the Commission and the Executive Committee of the Commission.

133 **4.2.1**

134 In order for any person to be considered for appointment to the Commission,
135 letters of application and/or resumes must have been received by the Commission's
136 Chair in a timely manner, with a copy provided to the Executive Director of the
137 Commission.

138 **4.2.2**

139 The Commission Chair or designee shall notify each person of their appointment to
140 the Commission.

141 **Section 4.3 Criteria for Selection of Law Enforcement Practitioners**

142 The eleven law enforcement practitioners shall include representation from each of
143 the following five categories without excluding representatives from other types of
144 public law enforcement agencies:

- 145 1. State/provincial law enforcement agencies;
- 146 2. County law enforcement agencies;
- 147 3. Municipal law enforcement agencies;
- 148 4. Law enforcement agencies serving jurisdictions with a population of less
149 than 100,000; and

150 5. Law enforcement agencies serving jurisdictions with a population greater
151 than 100,000.

152 **Section 4.4 Criteria for Selection of Other Members**

153 The ten public and private-sector representatives shall include persons from the
154 following five categories:

- 155 1. Appointed local, county, and municipal government officials;
- 156 2. Elected local, county, and municipal government officials;
- 157 3. Appointed state/provincial officials;
- 158 4. Elected state/provincial officials; and
- 159 5. Appointed or elected members of the judiciary.

160 Remaining vacancies shall be filled by a balanced representation from other
161 categories, including: labor, education, clergy, social work, business, and agencies
162 of government.

163 **Section 4.5 Criteria for Selection and Reappointment**

164 In the selection and reappointment of Commissioners, these criteria shall be met:

165 **4.5.1 Apportioning:**

166 Commissioners shall be apportioned according to the categories named in Sections
167 4.3 and 4.4 and an effort shall be made to maintain balanced geographic
168 representation.

169 **4.5.2 Qualifications of Law Enforcement Practitioners:**

170 Law enforcement practitioners must, at the time of their selection or re-
171 appointment, meet the following two qualifications:

- 172 1. be active in the administration, management, or supervision of law
173 enforcement services; and,
- 174 2. have a minimum of five years of full-time experience in law enforcement.

175 **4.5.3 Qualifications for Service and Reappointment:**

176 Commissioners meeting the criteria for initial appointment may serve for the
177 period of their term regardless of subsequent position changes; however, they shall
178 not be eligible for reappointment unless they meet the membership criteria of
179 Sections 4.3 or 4.4.

180 **Section 4.6 Terms of Commissioners, Absences, and Filling Vacancies.**

181 **4.6.1 Terms of Commissioners:**

182 The terms of Commissioners shall be three years, or until their successor has been
183 appointed, beginning on January 1st, following their appointment. Nothing shall be
184 construed herein as prohibiting the reappointment of eligible Commissioners to
185 two additional terms exclusive of any unexpired term they may have been
186 appointed to fill.

187 **4.6.2 Consecutive Absences:**

188 In the event a Commissioner has two consecutive unexcused absences or three
189 consecutive excused absences from annual conferences and special meetings of the
190 Commission, the Commissioners may, at the option of the absolute majority of the
191 Commission, remove the Commissioner.

192 **4.6.3 Filling Non-scheduled or Unanticipated Vacancies on the Commission:**

193 In the event of a non-scheduled or unanticipated vacancy, or projected vacancy in
194 the office of Commissioner, the Commission's Chair shall immediately commence
195 the process for the selection of another person to fill the new or unexpired term of
196 the vacated seat(s), as provided in Section 4, entitled "Process of Selection."

197 **4.6.4 Commission Chair's Annual Meeting:**

198 Due to the valued and continuing supportive role of the founding associations, the
199 Commission Chair and/or Executive Director of the Commission shall meet with
200 the Executive Directors of the four founding associations **as necessary** for the
201 purpose of discussing/resolving Commission matters of mutual concern.

202 **Article 5.0 Officers**

203 **Section 5.1 Officers and Their Terms**

204 The officers of the Commission shall consist of a President and Vice President
205 (who shall also serve as Chair and Vice-Chair of the Commission, respectively),
206 Secretary, Treasurer, and Immediate Past Chairperson, provided the Immediate
207 Past Chairperson is an active member of the Commission. Other officers, including
208 an Executive Director, an assistant and subordinate officer(s), may, from time to
209 time, be elected and/or appointed by the Commission. All officers shall hold office
210 until succeeded, with the exception of the Executive Director, who shall serve at
211 the pleasure of the Commission. Any two or more offices may be held by the same
212 person, except the offices of President and Secretary.

213 **Section 5.2 Election**

214 At the November conference, the Commissioners shall elect a President (Chair),
215 Vice President (Vice-Chair), Secretary, and Treasurer, who shall comprise the
216 Executive Board, from among its members by a majority vote of the
217 Commissioners present and voting. Each Commissioner present shall be limited to
218 one vote for each office. The persons so elected shall assume office on January 1st
219 following said election and shall serve until December 31st of that calendar year.
220 Nothing shall be construed herein as prohibiting officers from being re-elected.

221 **Section 5.3 Powers and Duties of Officers**

222 The officers of the Commission shall have duties as generally pertain to their
223 offices, respectively, as well as such powers and duties as are prescribed by law,
224 these Bylaws, and the parliamentary authority adopted by the Commissioners, as
225 well as powers and duties which may, from time to time, be conferred by the
226 Commissioners.

227 **Section 5.4 Removal of Officers**

228 Any officer of the Commission may be removed at any time by the Commissioners
229 and such action shall be conclusive on the officer so removed. Any vacancies in
230 any of the aforementioned offices may be filled for the unexpired term by action of
231 the Commission, as provided in Section 5.

232 **Article 6.0 The Executive Director**

233 **Section 6.1 Qualifications**

234 The Executive Director shall be a skilled manager and administrator. Specific
235 qualifications shall be determined by the Commission prior to recruitment and
236 selection.

237 **Section 6.2 Compensation**

238 The Commission shall establish the compensation of the Executive Director at its
239 November conference.

240 **Section 6.3 Authority and Duties**

241 The Executive Director shall be given authority and shall be responsible for the
242 administration of the credentialing programs in all their activities and sub-
243 activities, subject only to such policies as may be adopted and such orders as may
244 be issued by the Commission, or by any of its committees to which the
245 Commission shall have delegated power for such action, or by limitations stated in
246 these Bylaws. In addition, the Executive Director shall have the following specific
247 authority and duties:

248 **6.3.1 Organization:**

249 To prepare and submit to the Commission, a table of organization, and subsequent
250 revisions thereto, of the personnel and others concerned with the operation of the
251 credentialing programs.

252 **6.3.2 Budget:**

253 To prepare an annual budget detailing personnel, salaries, and other expenses, and
254 showing expected revenues and expenditures, which shall be submitted to the
255 Commission for its approval at its November conference each year.

256 **6.3.3 Personnel:**

257 To recruit, select, and appoint employees representative of ethnically and racially
258 diverse minorities and women, and to supervise and, as appropriate, discipline or
259 discharge employees of the Commission, consistent with federal equal
260 employment opportunity guidelines.

261 **6.3.4 Physical Properties:**

262 To ensure that all physical properties of the Commission shall be kept safe and in a
263 good state of repair and operating condition.

264 **6.3.5 Business Affairs:**

265 To supervise all business affairs of the Commission.

266 **6.3.6 Submit Reports:**

267 To submit reports of activities to the Commission or its authorized committees, as
268 requested.

269 **6.3.7 Attend Meetings:**

270 To attend all meetings of the Commission or its authorized committees, as
271 requested.

272 **6.3.8 Liaison:**

273 To serve as a liaison officer and to ensure the prompt transmittal of official
274 correspondence.

275 **6.3.9 Signatory:**

276 To sign contracts, documents, and instruments for the Commission as authorized
277 by the Commissioners.

278 **6.3.10 Others:**

279 To perform such other duties as may be assigned by the Commission and as
280 necessary to affect the purposes of the Commission.

281 **6.4 Performance Evaluation**

282 A performance audit of the administration of the credentialing programs shall be
283 conducted by the Executive Committee following the November Commission
284 Conference and reported at the March Commission Conference to the full
285 Commission in Executive Session. The audit shall be based upon a measurement of
286 goal achievement during the twelve-month period preceding the November
287 Conference. Performance measures shall be defined and objectives identified by
288 the full Commission annually, as recommended by the Executive Board at each
289 November Conference of the Commission.

290 **Article 7.0. Conferences and Meetings of the Commission.**

291 **Section 7.1 Regular Conferences**

292 The Commission shall meet at least twice annually on such dates and at such
293 places as may be designated, from time to time, by the Chair, subject to available

294 funding therefore. The Annual Business Meeting shall be the last scheduled regular
295 conference of the year as prescribed by the Commissioners.

296 **Section 7.2 Special Meetings**

297 Special meetings of the Commission may be called at any time by the Chair or by
298 not less than one-third of the Commissioners then in office. Special meetings shall
299 be held at such place or places as may be designated by the Chair subject to
300 available funding. Special meetings may be conducted in-person or via electronic
301 means (e.g., conference telephone call, electronic mail), as the Chair directs. In
302 determining whether to conduct a special meeting in person or via electronic
303 means, the Chair shall exercise his / her discretion based on then existing
304 circumstances, including without limitation, the exigencies of the matter and the
305 need for an expedited resolution of the matter, as well the availability of funding.
306 Should the Chair direct that a special meeting occur via electronic means, any
307 required voting by Commissioners may similarly be received via electronic means.
308 Notice of special meetings shall be given by the Commission Chair and/or the
309 Executive Director of the Commission in a manner and time that provides
310 reasonable notice to the Commission, as the circumstances warrant. It is
311 recognized that in all circumstances, notice must be given at least five days prior to
312 the convening of a special meeting.

313 **Section 7.3 Notice of General Meetings**

314 Written notice of the place, date, and hour of every conference and general meeting
315 shall be accessible to each Commissioner and the Executive Directors of the four
316 associations. Commission or committee meetings shall be posted at least thirty
317 days prior to such meetings. Such meetings may be conducted electronically (i.e.,
318 conference telephone call, e- mail, etc.) if so directed by the Chair. Notice of all
319 conferences and meetings of the Commission should include an agenda with any
320 necessary supporting documents.

321 **Section 7.4 Adjourning/Reconvening**

322 Any conference or meeting of the Commission may adjourn from time to time to
323 reconvene at the same or some other place.

324 **Section 7.5 Quorum and Voting**

325 At all conferences and meetings of the Commission, a majority of the
326 Commissioners shall constitute a quorum for the transaction of business. Except in
327 cases in which it is by statute, by charter, or by these Bylaws otherwise provided,

328 the vote of a majority of such quorum at a duly constituted conference or meeting
329 shall be sufficient to approve and pass any measure or transact any Commission
330 business.

331 If a conference or meeting lacks a quorum, the Commissioners present, by a
332 majority vote and without notice other than by oral announcement, may adjourn
333 the conference or meeting until a quorum shall attend. At such reconvened
334 conference or meeting at which a quorum is present, any business may be
335 transacted which might have been transacted at the original conference or meeting,
336 including ratification of any “Sense of the Commission” motion taken at the
337 original conference or meeting.

338 **Section 7.6 Absentee and Proxy Votes**

339 Except where electronic voting is authorized, no absentee or proxy votes shall be
340 accepted.

341 **Section 7.7 Voting to Amend Standards**

342 The Commissioners present shall have the power at any conference or special
343 meeting, if notice thereof be included in notice of said conference or meeting, to
344 amend or repeal any standard of the Commission. Any addition, amendment, or
345 repeal of any standard must be by vote of an absolute majority of the Commission
346 and in accordance with policy established in this regard.

347 **Section 7.8 Minutes**

348 Minutes shall be kept of the proceedings of all conference and meetings of the
349 Commission and Committees, as required.

350 **Section 7.9 Proceedings**

351 Conferences and meetings of the Commission shall be governed by Robert's Rules
352 of Order, except as modified or suspended by the Commission.

353 **Section 7.10 Order of Business**

354 The order of business to be conducted at annual conferences and regular or special
355 meetings of the Commission shall be as follows:

356 1. Roll call.

357 2. Approval of the minutes of the preceding meeting.

358 3. Reports of officers/Executive Director.

359 4. Reports of standing committees.

360 5. Reports of ad hoc committees.

361 6. Old and unfinished business.

362 7. New business.

363 8. Administrative.

364 9. Adjournment.

365 **Article 8.0 Committees of the Commission**

366 The following are standing committees of the Commission:

367 **Section 8.1 The Corporate Affairs Committee**

368 This Committee will consider, act upon, and, if appropriate, make
369 recommendations to the full Commission regarding:

370 **Finances:** Review, approve, and recommend to the Commission the annual budget,
371 which will include revenue and expenditure projections. Since Commission
372 program fees are an essential element of revenue projections, the Committee will
373 monitor these fees and make any adjustment recommendations deemed appropriate
374 to the Commission.

375 **Contracts:** The Executive Director of the Commission is responsible for executing
376 contracts on behalf of the Commission, as authorized. The advice and consent of
377 the Corporate Affairs Committee regarding unusual contract situations may be
378 sought from time to time, such as determining whether a particular agency is
379 eligible to participate in a particular credentialing program, etc.

380 **Policy:** Commission policy issues that have broad application to the Commission's
381 credentialing programs and that affect more than one other committee's area of
382 responsibility will normally be referred to the Corporate Affairs Committee for
383 initial consideration and recommended action to be taken by the Commission.

384 **Other:** The Treasurer of the Commission shall be a member of this Committee.
385 The Committee will undertake other projects as assigned by the Commission
386 Chair. Recommendations of the Committee are subject to ratification by the full
387 Commission.

388 **Section 8.2. The Outreach Committee**

389 This Committee is responsible for:

390 **Public Information Policy:** The Committee reviews and recommends additions,
391 deletions, and changes in the Public Information Policy. The policy articulates the
392 public information requirements that each agency must meet to be
393 accredited/recognized, as well as the requirements fulfilled by the Commission
394 with regard to agencies participating in the program.

395 **Commission Site Selection Policy:** The Committee reviews and recommends
396 changes, as appropriate, to the Site Selection Policy and carries out the tasks
397 outlined in the policy, which include selecting sites and months in which
398 Commission conferences are held; reviewing suitable proposals and
399 recommending cities in which to meet, based upon the review of proposals.

400 **Emblem Display and Use:** The Committee reviews and recommends policies
401 regarding the use and display of the Commission's official logos and colors.

402 **Other:** The Committee will undertake other responsibilities as assigned by the
403 Commission Chair.

404 **Section 8.3 Standards Review and Interpretations Committee**

405 This Committee will consider and act upon requests to revise the text of the
406 standards manuals, and will recommend to the full Commission amendments to
407 and deletions of existing standards, commentaries, levels of compliance, glossary
408 terms, official interpretations and introductory narratives; as well as additions of
409 new standards, commentaries, levels of compliance, glossary terms, official
410 interpretations and chapters. The Committee will also review and act on waiver
411 requests, conduct hearings and rule on appeals of staff decisions, enforce
412 compliance with standards, and interpret standards.

413 Following Committee and Commission preliminary approval, staff will submit
414 recommendations to credentialed agencies, agencies in self-assessment that request
415 an opportunity to comment, the four founding associations, and other organizations
416 as appropriate. Replies will be analyzed by staff and revisions made as necessary.

417 Staff's recommendations will be submitted to the Standards Review and
418 Interpretations Committee for approval and then to the Commission for final
419 approval. Following final approval by the Commission, amendments will be
420 incorporated into the appropriate standards manual(s).

421 Requests for revisions to the standards manuals may originate from agencies,
422 citizens, other committees of the Commission, and staff, among others. As directed
423 by the Standards

424 Review and Interpretations Committee, staff will study the requests and make
425 recommendations to the Committee.

426 **Waiver Requests:** The Committee will review agencies' requests for waivers and
427 recommend approval or disapproval to the full Commission. (Note that waivers are
428 provisionally granted, pending the on-site examination by Commission assessors,
429 who are instructed to confirm agencies' representations about the waiver request
430 and report their findings.)

431 **Appeals:** The Committee will review agencies' appeals of staff decisions and
432 forward its recommendations to the full Commission. Appeals may be prompted
433 by staff decisions in such areas as agency eligibility, identification of applicable
434 standards, waiver requests, interpretations of standards, adequacy of self-
435 assessment documentation, on-site assessment findings and other program issues.

436 **Compliance Enforcement:** The Committee will conduct inquiries regarding
437 reports from Commissioners, staff, agency annual reports, or third parties alleging
438 that accredited agencies are not in compliance with one or more applicable
439 standards. Upon completion of this inquiry, the Committee will recommend an
440 appropriate action to the full Commission.

441 **Interpretations:** The Committee will interpret standards statements for agencies
442 and staff.

443 The Committee will undertake other projects as assigned by the Chair.

444 **Section 8.4 The Agency Review Committees**

445 These Committees will consider those agencies being presented by staff and
446 recommended by an on-site assessment team to be credentialed.

447 A selected individual Committee member will serve as a review leader for a
448 particular agency and lead the review discussion considering the final report

449 submitted by the assessment team, pose inquiries of concerns to the agency, and
450 receive additional information from staff as needed.

451 Upon completion of the review of an agency by all Committee members, the
452 Committee shall recommend to the full Commission what action and/or disposition
453 is appropriate for each particular agency.

454 The Committee's recommendation should be one of the following:

455 1. **Accredited:** The agency is in full compliance with all applicable mandatory
456 standards and with the required percentage of applicable other-than-
457 mandatory standards.

458 2. **Accredited-with-condition(s):** The Commission designates the agency as
459 accredited but requires that the agency take specified measures or
460 precautions, within specific time-limits, to cope with current or anticipated
461 events or conditions threatening or preventing compliance. The Commission
462 monitors the agency as appropriate.

463 3. **Accreditation-Suspended:** Suspension is a temporary action regarding
464 accreditation status of an agency until a final decision is made by the
465 Commission. The suspension will be for a specific length of time, as
466 determined by the Commission, on a case-by-case basis

467 4. **Accreditation-Revoked:** The Commission designates the agency as no
468 longer accredited. The agency is required to remove from view any
469 indications of CALEA Accredited status.

470 5. **Accreditation-Deferred:** The Commission postpones its decision on
471 accreditation. The agency maintains its current status until a final decision is
472 made by the Commission. Such decision will be made within a specific time
473 period as determined by the Commission, on a case-by-case basis.

474 **Section 8.5 The Investment Committee**

475 The Investment Committee will consider, act upon, or make recommendations to
476 the full Commission regarding the Commission's investment accounts. Committee
477 actions will be consistent with the provisions of the "Reserve Funds Statement of
478 Investment Policy, Objectives, and Operating Guide-lines," which was adopted by
479 the full Commission in April 1987 and been amended as appropriate.

480 **Membership:** Five Commissioners will serve on the Investment Committee,
481 including the Commission President, Vice-President, Secretary, Treasurer, and one
482 at-large member appointed by the President. The Commission's Treasurer will be
483 the Chair of the Investment Committee.

484 **Responsibilities:** The responsibilities of the Investment Committee are as follows:

- 485 • To determine general investment strategies and policies as well as monitor
486 the status of the Commission's portfolio.
- 487 • To establish standards for evaluating the performance of the Commission's
488 investments relative to budgetary requirements and requirements of the
489 "Reserve Funds Statement of Investment Policy, Objectives, and Operating
490 Guidelines."

491 **Meetings:** The Investment Committee will meet during regular Commission
492 conferences. If it becomes necessary to transact business during the time between
493 meetings, the Committee may convene via conference call or other electronic
494 means.

495 **Staff:** In accordance with the "Reserve Funds Statement of Investment Policy,
496 Objectives, and Operating Guidelines," the Executive Director of the Commission
497 will serve as staff to the Investment Committee.

498 The Executive Director will provide day-to-day management of the Commission's
499 investment program; implement and maintain the policies formulated by the
500 Investment Committee and approved by the full Commission; and perform specific
501 duties as delineated in the "Reserve Funds Statement of Investment Policy,
502 Objectives, and Operating Guidelines."

503 **Section 8.6 Nominating Committee**

504 A Nominating Committee appointed by the Chair of the Commission shall select
505 nominees for vacancies on the Executive Board at the November Conference.
506 Elections will be held at the concluding Commission business meeting.

507 **Section 8.7 Committee Appointments**

508 The President/Chair of the Commission is responsible for the appointments of
509 Commissioners to the Standing and ad hoc Committees.

510 **Section 8.8 Ad Hoc Committees**

511 The Commission President/Chairperson may create ad hoc Committees as deemed
512 necessary. The Commission President/ Chairperson shall be responsible for the
513 appointment of Commissioners to these ad hoc Committees. Any ad hoc
514 Committee can be designated a Standing Committee with the recommendation of
515 the Commission President/Chairperson and the approval of an absolute majority of
516 the Commission.

517 **Article 9.0 Fiscal Provisions**

518 **Section 9.1 Checks, Notes, and Drafts**

519 Checks, notes, drafts and other orders for the payment of money shall be signed by
520 such persons as the Commission from time to time may authorize.

521 **Section 9.2 Annual Financial Report**

522 A full and true statement of the fiscal affairs of the Commission, including, but not
523 limited to, a balance sheet and financial statement of the operations for the
524 preceding fiscal year, shall be prepared annually by an independent Certified
525 Public Accountant retained by the Commission, and shall be filed at the principal
526 office of the Commission and mailed or delivered to all Commissioners.

527 **Section 9.3 Fiscal Year**

528 The Commission shall have the power from time to time to fix the fiscal year of
529 the Commission by a duly adopted resolution.

530 **Section 9.4 Deposits**

531 All funds of the Commission shall be deposited from time to time to the credit of
532 the Commission in such banks, trust companies or other depositories as the
533 Commissioners may select.

534 **Section 9.5 Gifts**

535 The President, Executive Director, or Vice President may accept on behalf of the
536 Commission any contribution, gift, bequest or devise for the general purposes or
537 for any special purpose of the Commission.

538 **Article 10.0 Sundry Provisions**

539

540 **Section 10.1 Corporate Seal**

541 The seal of the Commission shall consist of a flat-faced circular die, of which there
542 may be any number of counterparts, on which there shall be engraved the word
543 "Seal" and the name of the Commission.

544 **Section 10.2 Commission Logo**

545 The Commission's logos, as reproduced on the last page of these Bylaws, is for
546 Commission use alone. The Commission may, however, grant other organizations
547 or entities permission to reproduce the logo on their stationary, printed reports, and
548 other appropriate venues.

549 **Section 10.3. Bond**

550 The Commission may require any officer or employee to give such bond for the
551 faithful performance of his or her duties as the Commission may see fit.

552 **Section 10.4 Statements in Name of the Commission**

553 Statements in the name of the Commission shall be made only by the Chair or
554 Executive Director. Statements made by Commissioners do not necessarily
555 represent the official position or policies of the Commission.

556 **Section 10.5 Choice of Law**

557 The Commission shall have the right to seek and obtain from any court of
558 competent jurisdiction any equitable or provisional relief or remedy enforcing any
559 right or interest it may have in connection with these Bylaws, including without
560 limitation a temporary restraining order or preliminary injunction. No such judicial
561 actions permitted by the preceding sentence shall waive or limit the Commission's
562 right to adjudicate the merits of the dispute by arbitration.

563 **Section 10.6 Headings**

564 The captions and headings of these Bylaws are intended for convenience and
565 reference only, do not affect the construction or meaning of these Bylaws and
566 further do not inform a party of the covenants, terms or conditions of these Bylaws
567 or give full notice thereof.

568

569

570 **Section 10.7 Severability**

571 Whenever there is any conflict between any provision of these Bylaws and any
572 present or future statute, law, ordinance or regulation contrary which would cause
573 to invalidate such provision, the latter shall prevail, but in such event the provision
574 of these Bylaws thus affected shall be curtailed and limited to the extent necessary
575 to bring it within the requirement of the law. In the event that any of the provisions
576 of these Bylaws, or any application thereof, is declared to be invalid, illegal,
577 unenforceable, inoperative or of no effect by any court of competent jurisdiction,
578 the validity, legality and enforceability of the remaining provisions of these
579 Bylaws, and any other application thereof, shall continue to apply with full force
580 and effect and shall not in any way be affected or impaired thereby.

581 **Article 11. 0 Amendment of Bylaws**

582 Upon notice of not less than thirty days prior to the next regular conference or
583 special meeting, the Commissioners shall have the power to alter or repeal any
584 Bylaws of the Commission and to make new Bylaws. Any addition, amendment or
585 repeal of any provision of the Bylaws must be by vote of an absolute majority of
586 the Commission, with the exception of Sections 4.3, 4.4, 4.5, 4.6, and 12.0, which
587 shall require a vote of an absolute two-thirds of the Commission (fourteen
588 Commissioners).

589 **Article 12. 0 Dissolution**

590 This Commission may be voluntarily dissolved in the following manner: (1) by the
591 giving of notice pursuant to Section 7.3, stating that the purpose or one of the
592 purposes of the meeting is to consider the advisability of dissolving the
593 Commission; and (2) by a resolution to dissolve the Commission adopted by the
594 absolute majority (eleven Commissioners).

595 **Article 13.0 Interested Commissioners and Officers**

596 No contract or transaction between the Commission and one or more of its
597 Commissioners or officers, or between the Commission and any other corporation,
598 partnership, association, or other organization in which one or more of its
599 Commissioners or officers are Commissioners or officers, or have a financial
600 interest, shall be entered into unless the material facts as to the Commissioner's or
601 officer's relationship or interest and as to the contract or transaction are disclosed
602 or are known to the Commissioners, and the Commissioners in good faith
603 authorize the contract or transaction by the affirmative votes of two-thirds of the
604 disinterested Commissioners, even though the disinterested Commissioner be less

605 than a quorum. Common or interested Commissioners may be counted in
606 determining the presence of a quorum at a meeting of the Commissioners.

607 The provisions of this Article shall not apply to the contract between CALEA and
608 an agency seeking accreditation, reaccreditation, recognition or re-recognition in
609 the instance when that agency is headed by a current Commissioner.

610 **Article 14.0 Indemnification of Commissioners and Officers**

611 **Section 14.1**

612 The Commission shall indemnify each Commissioner and each officer who was or
613 is a party or is threatened to be made a party to any threatened, pending or
614 completed action, suit or proceeding, whether civil, administrative or investigative
615 (other than an action by or in the right of the Commission) by reason of the fact
616 that the Commissioner or officer is or was a Commissioner or officer of the
617 Commission, or is or was serving at the request of the Commission as a
618 Commissioner or officer of another corporation, partnership, joint venture, trust or
619 other enterprise, against expenses (including attorneys' fees), judgments, fines and
620 Commission approved amounts paid in settlement actually and reasonably incurred
621 by the Commissioner or officer in connection with such action, suit or proceeding
622 if the Commissioner or officer acted in good faith and in a manner such
623 Commissioner or officer reasonably believed to be in or not opposed to the best
624 interests of the Commission and had no reasonable cause to believe such conduct
625 was unlawful. The termination of any action, suit or proceeding by judgment,
626 order, settlement, conviction, or upon a plea of nolo contendere or its equivalent,
627 shall not, of itself, create a presumption that the person did not act in good faith
628 and in a manner which the person reasonably believed to be in or not opposed to
629 the best interests of the Commission.

630 **Section 14.2**

631 The Commission shall indemnify each Commissioner and each officer who was or
632 is a party or is threatened to be made a party to any threatened, pending or
633 completed action or suit by or in the right of the Commission to procure a
634 judgment in its favor by reason of the fact that the Commissioner or officer is or
635 was a Commissioner or officer of the Commission, or is or was serving at the
636 request of the Commission as a Commissioner or officer of another corporation,
637 partnership, joint venture, trust or other enterprise against expenses (including
638 attorneys' fees) actually and reasonably incurred by the Commissioner or officer in
639 connection with the defense or settlement of such action or suit if such person

640 acted in good faith and in a manner the person reasonably believed to be in or not
641 opposed to the best interests of the Commission and except that no indemnification
642 shall be made in respect of any claim, issue or matter as to which such
643 Commissioner or officer shall have been adjudged to be liable for negligence or
644 misconduct in the performance of the Commissioner's or officer's duty to the
645 Commission unless and only to the extent that the court in which such action or
646 suit was brought shall determine upon application that, despite that adjudication or
647 liability but in view of all the circumstances of the case, such Commissioner or
648 officer is fairly and reasonably entitled to indemnity for such expenses which such
649 court shall deem proper.

650 **Section 14.3**

651 The Commission shall indemnify each Commissioner and each officer or
652 employee who is held to be a fiduciary under any employee pension or welfare
653 plan or trust of the Commission or any of its divisions and who was or is a party or
654 is threatened to be made a party to any threatened, pending or completed action,
655 suit or proceeding, whether civil, administrative or investigative (other than an
656 action by or in the right of the Commission) by reason of the fact that the
657 Commissioner or officer or employee is or was such a fiduciary and was serving as
658 such at the request of the Commission, against expenses (including attorneys' fees),
659 judgments, fines and amounts paid in settlement actually and reasonably incurred
660 by such Commissioner or officer or employee in connection with such action, suit
661 or proceeding for any breach of any of the responsibilities, obligations or duties
662 imposed upon fiduciaries by the Employee Retirement Income Security Act of
663 1974 and any amendments thereto if such person acted in good faith and in a
664 manner such Commissioner or officer or employee reasonably believed to be in or
665 not opposed to the best interests of such plan or trust, and had no reasonable cause
666 to believe this conduct was unlawful. The termination of any action, suit or
667 proceeding by judgment, order, settlement, conviction, or upon a plea of nolo
668 contendere or its equivalent, shall not, of itself, create a presumption that the
669 person did not act in good faith and in a manner which such person reasonably
670 believed to be in or not opposed to the best interests of such plan or trust, and had
671 reasonable cause to believe that such conduct was unlawful. The provisions of all
672 the following paragraphs of this article relating to Commissioners, officers,
673 employees or agents shall apply also to Commissioners, officers or employees held
674 to be fiduciaries under this Section, specifically including the power of the
675 Commission (under Section 14.7) to purchase and maintain insurance on behalf of
676 such fiduciaries.

677

678 **Section 14.4**

679 To the extent that a person who is or was a Commissioner, officer, employee or
680 agent to the Commission, or of any other corporation, partnership, joint venture,
681 trust or other enterprise with which such person is or was serving in such capacity
682 at the request of the Commission, has been successful on the merits or otherwise in
683 defense of any action, suit or proceeding referred to in Sections 14.1 and 14.2, or in
684 defense of any claim, issue or matter therein, such person shall be indemnified
685 against expenses (including attorneys' fees) actually and reasonably incurred by
686 that person in connection therewith.

687 **Section 14.5**

688 Any indemnification under Sections 14.1 and 14.2 (unless ordered by a court) shall
689 be made by the Commission only as authorized in the specific case upon a
690 determination that indemnification of the Commissioner or officer is proper in the
691 circumstances because the Commissioner or officer has met the applicable
692 standard of conduct set forth in Sections 14.1 and 14.2. Such determination shall
693 be made (1) by the Commission by a majority vote of a quorum consisting of
694 Commissioners who were not parties to such action, suit or proceeding, or (2) if
695 such a quorum is not obtainable, or, even if obtainable but a quorum of
696 disinterested Commissioners so directs, by independent legal counsel in a written
697 opinion.

698 **Section 14.6**

699 The indemnification provided by this article shall not be deemed exclusive of any
700 other rights to which a Commissioner or officer seeking indemnification may be
701 entitled under any statues, provision in the Commission's articles of incorporation,
702 Bylaws, agreement, vote of disinterested Commissioners or otherwise, both as to
703 action in the Commissioner's or officer's official capacity and as to action in
704 another capacity while holding such office, and shall continue as to a person who
705 has ceased to be a Commissioner or officer and shall inure to the benefit of the
706 heirs, executors and administrators of such a person.

707 **Section 14.7**

708 The Commission shall have power to purchase and maintain insurance on behalf of
709 any person who is or was a Commissioner, officer, employee or agent of the
710 Commission, or is or was serving at the request of the Commission as a
711 Commissioner, officer, employee or agent of another corporation, partnership, joint
712 venture, trust or other enterprise against any liability asserted against such person

713 and incurred by such person in any such capacity, or would have the power to
714 indemnify such person against such liability under the provisions of this article.

715 **Section 14.8**

716 For purposes of this article, references to "the Commission" shall include, in
717 addition to the resulting Commission, any constituent corporation (including any
718 constituent of a constituent) absorbed in a consolidation or merger which, if its
719 separate existence had continued, would have had power and authority to
720 indemnify its Commissioners, officers, and employees or agents, so that any
721 person who is or was a Commissioner, officer, employee or agent of such
722 constituent corporation, or is or was serving at the request of such constituent
723 corporation as a Commissioner, officer, employee or agent of another corporation,
724 partnership, joint venture, trust or other enterprise, shall stand in the same position
725 under the provisions of this article with respect to the resulting or surviving
726 corporation as such person would have with respect to such constituent corporation
727 if its separate existence had continued.

728 **Section 14.9**

729 The invalidity or unenforceability of any provision in this article shall not affect
730 the validity or enforceability of the remaining provisions of this article.

731 **Commission Logos:**

732 Corporate



733

734 Law Enforcement Accreditation



735

736 Public Safety Communications Accreditation



737

738 Public Safety Training Academy Accreditation



739

740 Campus Security Accreditation



741